



Kristopher E. Twomey
TELECOM/INTERNET LAW AND REGULATORY CONSULTING

August 19, 2004

Mr. Thomas M. Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

RECEIVED

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PUBLIC SERVICE
COMMISSION

Re: Aero Communications, LLC

Dear Mr. Dorman:

Please find enclosed an original and four (4) copies of Aero Communications, LLC's Petition for Adoption of Interconnection Agreement Between Kentucky ALLTEL, Inc. and Southeast Telephone, Inc. Aero Communications, LLC maintains authority to operate as a reseller and facilities-based provider of interexchange and local exchange telephone service throughout Kentucky. It is desired that this petition be approved as soon as possible. Please contact me at 510 903-1304 with any questions.

Sincerely,

Kristopher E. Twomey
Counsel to Aero Communications, LLC

cc: Todd Heinrich

COMMONWEALTH OF KENTUCKY BEFORE THE PUBLIC SERVICE
COMMISSION

In the Matter of:

ADOPTION OF INTERCONNECTION)	
AGREEMENT BETWEEN KENTUCKY ALLTEL,)	
INC. AND SOUTHEAST TELEPHONE, INC.)	CASE NO.
BY AERO COMMUNICATIONS, INC.)	

NOTICE OF INTENT TO ADOPT INTERCONNECTION AGREEMENT

Pursuant to Section 252(i) of the Telecommunications Act of 1996 (the "Act"), 47 U.S.C. § 252(i), Aero Communications, Inc. ("Aero"), through its undersigned counsel, hereby files its Notice of Intent to adopt the currently effective interconnection agreement between Kentucky ALLTEL, Inc. ("ALLTEL") and Southeast Telephone, Inc. Aero is a utility within the meaning of KRS 278.010(3)(e) and is a competitive local exchange carrier or CLEC. ALLTEL is an incumbent local exchange carrier or ILEC. Aero represents and warrants that it is an authorized provider of local telecommunications services in the state of Kentucky and that its adoption of the terms covers services in the state of Kentucky only. The referenced agreement, which is to be adopted in its entirety, was arbitrated in docket number 2003-00115. The Commission reaffirmed its approval of the agreement in a March 5, 2004 order. The CLEC party to this unexpired agreement is Southeast Telephone, Inc. ("Southeast Telephone").

Notice of this intent to adopt is being sent to:

Mr. Allfred Busbee
Staff Manager, Wholesale Services
ALLTEL Communications, Inc.
1 Allied Drive
Little Rock, AR 72202

and

Stephen R. Byars
Vice President - External Affairs
ALLTEL Communications
230 Lexington Green Circle, PO Box 1650
Lexington, KY 40588

Aero intends to be bound by the terms of the unexpired agreement, anticipating that the terms of the agreement will be reproduced in their entirety, substituting Aero in the place of Southeast Telephone. A copy of the referenced agreement is attached to the original of this Notice and to the service copies being sent to ALLTEL. Aero will file additional copies of the Southeast agreement if required by the Commission. The agreement to be adopted may be viewed on the PSC's public Internet site:

http://162.114.3.165/PSCICA/2003/2003-00115/2003-00115_021704.pdf

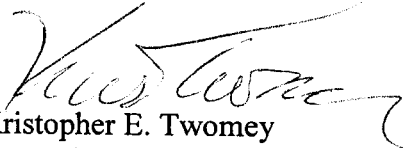
The Commission has previously acknowledged the statutory right of carriers to adopt existing interconnection agreements by notice to the Commission. As the adoption arises from a statutory right, such a request may be reviewed expeditiously and promptly granted. For example, on January 16, 2003, AT&T Broadband Phone of Kentucky, LLC submitted to the Commission its notice of intent to adopt the negotiated interconnection agreement between ALLTEL Kentucky, Inc. ("ALLTEL") and AT&T Communications of the South Central States, Inc., and requested expedited review. The Commission docketed the Notice as Case No. 2003-00022 and granted the request on February 7. Expedited review is appropriate as well for the 252(i) adoption by Aero.

To the extent the Commission requires an executed adoption letter, Aero has attached a proposed acknowledgement as Exhibit A to this Notice.

Wherefore, Aero respectfully requests that the Commission issue an order:

- 1) Acknowledging the adoption by Aero;
- 2) Approving the request and making the agreement effective as of the date of the order;
- 3) Requiring ALLTEL to file with the Commission a true and complete copy of the approved agreement; and
- 4) To the extent required, ordering Aero and Kentucky ALLTEL to sign and file an adoption agreement as set forth in Exhibit A.

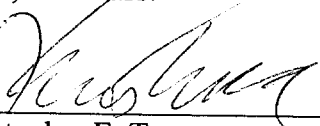
Respectfully Submitted,



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Berkeley, California 94710
v: 510.903.1304
f: 510.868.8418
kris@twomey.com

CERTIFICATE OF SERVICE

It is hereby certified that this 19th day of August, 2004, I have served the within Notice of Intent to Adopt Interconnection Agreement on the following by deposit in the U. S. Mail, first class.



Kristopher E. Twomey
Counsel for Aero Communications, LLC

Mr. Allfred Busbee
Staff Manager, Wholesale Services
ALLTEL Communications, Inc.
1 Allied Drive
Little Rock, AR 72202

Stephen R. Byars
Vice President - External Affairs
ALLTEL Communications
230 Lexington Green Circle, PO Box 1650
Lexington, KY 40588

EXHIBIT A

PROPOSED ACKNOWLEDGEMENT LETTER

Agreement of adoption of an approved interconnection agreement pursuant to 47 U.S.C. 252(i).

Kentucky ALLTEL, Inc. and Aero Communications, LLC ("Aero") have executed this agreement regarding the adoption by Aero of the agreement between Kentucky ALLTEL and Southeast Telephone Company, Inc. ("Southeast") pursuant to Order of the Public Service Commission. Aero adopts the terms of the Southeast agreement for interconnection with Kentucky ALLTEL (Docket No. 2003-00115) and in applying the terms agrees that Aero shall be substituted for Southeast in the terms wherever appropriate.

Notice to the parties as may be required under the terms shall be provided as follows to:

Mr. Allfred Busbee
Staff Manager, Wholesale Services
ALLTEL Communications, Inc.
1 Allied Drive
Little Rock, AR 72202

Mr. Todd Heinrich
President
Aero Communications, LLC
1301 Broadway
Paducah, KY 42001

Aero represents and warrants that it is a certified provider of local telecommunications services in the state of Kentucky and that its adoption of the terms covers services in the state of Kentucky only. The terms of this agreement shall be in effect until the Southeast agreement's terms are expired. The Southeast agreement is currently scheduled to expire on March 5, 2005, but will continue until either party provides notice of its intent to terminate the agreement.